

EXHIBIT - A

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: : Chapter 11
:
W.R. GRACE & CO., *et al.* : Case No. 01-1139 (JKF)
:
Debtors : (Jointly Administered)

**ORDER APPROVING FORTY-FIFTH QUARTERLY FEE APPLICATION OF
PRICEWATERHOUSECOOPERS LLP, AUDITORS AND TAX
CONSULTANTS FOR DEBTORS, FOR ALLOWANCE OF COMPENSATION
AND REIMBURSEMENT OF EXPENSES FOR THE INTERIM
PERIOD OF APRIL 1, 2012 THROUGH JUNE 30, 2012**

Upon consideration of the Forty-Fifth Quarterly Fee Application of PricewaterhouseCoopers LLP (“PwC”), Auditors and Tax Consultants for Debtors, for Allowance of Compensation and Reimbursement of Expenses, incurred during the interim period April 1, 2012 through June 30, 2012, dated August 6, 2012 (the “Application”); and upon the Certification of Thomas E. Smith in support of the Application; and upon a hearing having been held before this Court to consider the Forty-Fifth Quarterly Fee Application; and upon notice having been given pursuant to Bankruptcy Rule 2002(a)(7) and (c)(2); and due consideration having been given to any responses thereto, and sufficient cause having been shown therefore, it is hereby:

ORDERED that the Forty-Fifth Quarterly Fee Application is approved, and it is further

ORDERED that the compensation for services rendered in the amount of \$675,443.93 (plus \$2,449.60 for preparing the related fee applications) and reimbursement of expenses in the aggregate amount of \$10,886.37 with respect to the April 1, 2012 through June 30, 2012 monthly applications are hereby granted to PwC.

Dated: _____, 2012

Judith K. Fitzgerald
United States Bankruptcy Judge